



William Cosnowski, Jr.
Facsimile: (248) 813-1122
Telephone: (248) 813-3309

Via Hand Delivery

May 13, 2003

R. Terrance Rader, Esq.
Glenn E. Forbis
RADER, FISHMAN & GRAUER, PLLC
39533 Woodward Avenue,
Suite 140
Bloomfield Hills, MI 48304

Re: *Automotive Technologies International v. Delphi*
Case No. 03-CV-71368
Delphi File No. 2003-000382

Dear Terry and Glenn:

This confirms that Delphi Corporation has retained Rader, Fishman & Grauer PLLC to represent Delphi as counsel in the above patent infringement case. I will be responsible for monitoring this matter and will be your direct contact at Delphi. Please include the Delphi file number shown above in all correspondence and invoices with this office.

The Rader Fishman team-members we have approved for this matter are Terry Rader, Glenn Forbis, Brad Diedrich, and one paralegal to be named later. You will provide the following discounted hourly rates (which reflect a 10% discount) for them and have agreed that these rates will remain in effect throughout the course of this litigation:

Terry Rader	\$369.00
Glenn Forbis	\$247.00
Brad Diedrich	\$175.00
Paralegal	\$112.00

Additionally, we have agreed to a not-to-exceed fee cap of \$608,000 through resolution of this matter at trial. In the event that Delphi reaches a favorable settlement of this matter, Delphi will pay a 10% incentive bonus based on the sum of your fees billed by the date of settlement. Under this incentive scenario, the total fees billed and incentive paid by Delphi to your firm will not exceed \$668,800. In the event that Delphi wins the case outright, either on summary judgment or at trial, Delphi will pay a 20% incentive bonus based on the sum of your fees billed by that date. Under this incentive scenario, the total fees billed and incentive paid by Delphi to your firm will not exceed \$729,600. The not-to-exceed cap and incentives set forth in this letter agreement apply only to professional fees billed, and exclude other costs and expenses.

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Others from your firm may be necessary to assist us on this litigation, but you have agreed to obtain our written permission before engaging them. Rates for other professionals and paralegals will also be discounted at ten percent (10%) and subject to the same rate increase limitation set forth above.

We request that you bill this matter separately from other Delphi matters for which you have been engaged. It is our intention to process your monthly billing statements promptly, but at times it may take forty-five days or more to process your bill once it has been received.

We expect that the Delphi Team assigned to this case will be fully engaged. The Delphi Team will manage the document collection and coding. We also plan to fully participate in discovery, motions, and strategies necessary to successfully defend these actions. Please call me or Joe Papelian if you believe we are not able to supply the support needed to successfully defend this case.

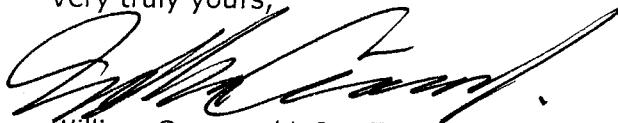
We expect that your hourly billable rates include all overhead and internal charges associated with your practice. A copy of our recently revised billing instructions and limitations is enclosed and incorporated into this engagement agreement by this reference. Any questions about billing procedures should be addressed to Michele Piscitelli, who can be reached at 248-813-2511.

The relationship between our companies should be one of a "partnership" in which we both work together and communicate well with each other, to serve the best interests of Delphi. We are impressed by your firm's experience and look forward to building our relationship with you.

We request that you endorse this engagement agreement below and return an executed copy for our records.

Please call if you have any questions.

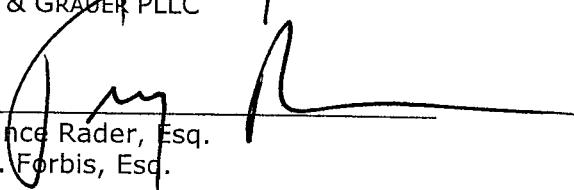
Very truly yours,



William Cosnowski, Jr., Esq.
Enclosure
WC/cmp

Accepted this 13th day of May, 2003.

RADER, FISHMAN & GRAUER PLLC

By: 

R. Terrance Rader, Esq.
Glenn E. Forbis, Esq.

INSTRUCTIONS FOR COMPLETING LAW FIRM INVOICES

The attached invoice form should be submitted with all original invoices for services rendered in connection with all legal matters involving Delphi Automotive Systems and its U.S. subsidiaries.

Please submit invoices monthly whenever "Total Legal Fees & Disbursements" exceed \$1,000 per case or matter. Otherwise, submit invoices quarterly or annually. In the case of a flat fee or other special billing arrangement, submit invoices in accordance with that arrangement.

CERTAIN BASIC INFORMATION IS REQUIRED TO PROCESS AN INVOICE. THE INVOICE CANNOT BE PROCESSED WITHOUT THIS INFORMATION:

Case Matter Name: If you do not know the case/matter name, please contact the responsible Delphi Attorney or Legal Assistant.

Case Matter No.: If you do not know the case/matter number, please contact the responsible Delphi Attorney or Legal Assistant. Note that only one case/matter may be billed on an invoice.

Firm Employer Identification Number: Please include your firm's EIN on the invoice.

Invoice No.: Each invoice must be specifically identifiable by means of a unique Invoice Number. In other words, no two invoices should have the same Invoice Number. The Invoice Number should consist of no more than ten characters (numeric and/or alpha). Please do not reuse invoice numbers submitted to Delphi previously.

Insurance No.: Please include any insurance number on the invoice (Sedgwick for those matters covered by Delphi's insurance carrier or ESIS for those matters covered by GM's insurance carrier).

Law Firm Approval: All invoices must be signed on behalf of the law firm.

ANALYSIS OF LEGAL FEES FOR PERSONS PERFORMING SERVICES DURING THIS BILLING PERIOD

Last Name, First Initial: List only persons who performed services during the billing period covered by the invoice. If entries in this category exceed eight, do not enter any of them on the Law Firm Invoice. Instead, list this information on a separate page and enter "SEE ATTACHMENT" on the Invoice form. For special billing arrangements, such as flat fees, enter SPECIAL BILLING ARRANGEMENT under the category "Last Name, First Initial."

Partial hours should be stated as a decimal fraction, i.e., 20 minutes = .33.

ANALYSIS OF LEGAL FEES BY FUNCTION

This Bill: Under the category “This Bill,” please do not include any past due amount. Past due amounts should only be included in the “Cumulative Totals.”

Cumulative Totals: Amounts for “This Bill” should be included in “Cumulative Totals.” (The amounts shown under “This Bill” and “Cumulative Totals” should be the same on each line on the first billing for each case/matter using the new invoice format.)

GENERALLY

Delphi **will** reimburse a law firm for reasonable and actual out-of-pocket payments made to third-party vendors (i.e., Delphi **will not** pay for markups or surcharges added by the law firm) for the following items:

- Air freight/express mail deliveries
- Bond fees and premiums
- Coach-class air fare (lowest available rate/class)
- Computerized Delphi database research
- Computerized legal research (e.g., Lexis, Westlaw)
- Court reporter fees
- Expert witness fees
- Filing fees
- Inside photocopy (up to 10 cents per page)
- Local business transportation (e.g., taxi fares)
- Long distance telephone charges (for voice, fax or data)
- Outside messenger services
- Outside photocopy, binding, and printing services
- Postage
- Travel (airfare, hotel, rental car)

Delphi **will not** pay for:

- Books/subscriptions
- Fax communications (except long distance telephone charges)
- Hourly fees while traveling
- Inside photocopy (more than 10 cents per page)
- Local meals
- Local personal transportation (taxi/limousine to/from home)
- Local telephone charges
- Membership fees
- Office supplies
- Overtime charges
- Secretarial/clerical charges
- Storage charges
- Word processing